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February 26, 2004

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, SW, TW-A325
Washington, DC 20554

Re: WC Dkt. 02-112, Sunset of the BOC Separate Affiliate and Related Requirements

Dear Ms. Dortch,

On February 25, the undersigned, Marc Galonsky, and Jon Banks of BellSouth met with Michelle Carey, Brent Olson, Bill Devers, Pam Megna, Will Cox, Renee Crittenden, Michael Carowitz, Bill Kehoe, Ben Childers, and Jon Minkoff of the Wireline Competition Bureau.

The purpose of the meeting was to discuss issues raised in the above proceeding and in particular to address whether or not the bundled offering of local and long distance service should be deemed a "relevant market." BellSouth argued that local and long distance bundles do not meet the definition of a product market under DOJ/FTC Merger Guidelines. The services are not substitutes for each other and there is not ubiquitous production substitution in local and long distance service. In addition, BellSouth noted that the offering of bundles has become increasingly competitive with many different carriers having success in attracting customers.

This notice is being filed pursuant to Sec. 1.1206(b)(2) of the Commission's rules. If you have any questions regarding this filing please do not hesitate to contact me.

Sincerely,



Mary L. Henze

cc: M. Carey R. Crittenden
B. Olson M. Carowitz
B. Devers B. Kehoe
P. Megna B. Childers
W. Cox J. Minkoff